

FEB 15 2013

Federal Communications Commission  
Office of the Secretary

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January 31, 2013

Via Electronic Filing

Marlene H. Dortch, Secretary  
Federal Communications Commission  
International Bureau Applications  
P.O. Box 979093  
St. Louis, MO 63197-9700

**Re: In the Matter of the Joint Application of AccessLine Communications Corp., ("Licensee"), Telanetix, Inc. ("Transferor") and Intermedia Holding, Inc. ("Transferee") for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete a Transfer Control**

Dear Ms. Dortch:

On behalf of AccessLine Communications Corp. ("AccessLine"), Telanetix, Inc. ("Telanetix") and Intermedia Holding, Inc. ("Intermedia") (collectively, "Applicants"), enclosed please find an application for approval of the transfer of control of AccessLine from Telanetix, to Intermedia Holdings, Inc.

Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer applications ("Combined Application"). Applicants are simultaneously filing the Combined Application with the Wireline Competition Bureau, in accordance with the Commission's rules.

This filing and the applicable credit card payments in the amount of \$1,050.00 which satisfy the filing fees required for the applications under line 2.b of Section 1.1105 of the Commission's rules, are being submitted electronically through the MyIBFS.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



William B. Wilhelm  
Douglas D. Orvis II  
Jeffrey Strenkowski

Counsel for Intermedia Holdings, Inc.

Beijing  
Boston  
Frankfurt  
Hartford  
Hong Kong  
London  
Los Angeles  
New York  
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READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 3

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Bingham McCutchen LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>c/o Douglas D. Orvis II</b>			
(5) STREET ADDRESS LINE NO. 2 <b>2020 K Street, N.W.</b>			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006 1806</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(202) 373-6000</b>		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0004-3539-00</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Intermedia Holdings, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>815 East Middlefield Road</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Suite 200</b>			
(16) CITY <b>Mountain View</b>		(17) STATE <b>CA</b>	(18) ZIP CODE <b>94043</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(650) 641-4000</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0022-3918-25</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CDT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,050.00</b>	(27A) TOTAL FEE <b>\$1,050.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATE			

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No. 2 of 3

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

**AccessLine Communications Corporation**

(14) STREET ADDRESS LINE NO. 1

**11201 SE 8th Street**

(15) STREET ADDRESS LINE NO. 2

**Suite 200**

(16) CITY

**Bellevue**

(17) STATE

**WA**

(18) ZIP CODE

**98004**

(19) DAYTIME TELEPHONE NUMBER (include area code)

**(206)621-3500**

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

**0016-8757-42**

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINATION SHEET)  
FORM 159-C

Page No 3 of 3

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BH - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME <b>Telanetix, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>11201 SE 8th Street</b>		
(15) STREET ADDRESS LINE NO. 2 <b>Suite 200</b>		
(16) CITY <b>Bellevue</b>	(17) STATE <b>WA</b>	(18) ZIP CODE <b>98004</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(206)621-3500</b>		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) <b>0016-8772-92</b>		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

Joint Application of	)	
	)	
	)	
<b>AccessLine Communications Corp.,</b> <i>Licensee</i>	)	WC Docket No. _____
<b>Telnetix, Inc.,</b> <i>Transferor</i>	)	
	)	and
and	)	
	)	IBFS File No. _____
<b>Intermedia Holdings, Inc.,</b> <i>Transferee</i>	)	
	)	
For Approval of the Indirect Transfer of Control	)	
of AccessLine Communications Corp. from	)	
Telnetix, Inc. to Intermedia Holdings, Inc.	)	
	)	

**JOINT DOMESTIC AND INTERNATIONAL 214 APPLICATION**

AccessLine Communications Corp. ("AccessLine"), Telnetix, Inc. ("Telnetix") and Intermedia Holdings, Inc. ("Intermedia") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Federal Communications Commission ("Commission" or "FCC") approval, or such authority as may be necessary or required to enable the parties to consummate a transaction between AccessLine's ultimate corporate parent, Telnetix, and Intermedia, through which Intermedia will acquire indirect control of AccessLine. AccessLine is an authorized non-dominant provider of interstate and international telecommunications services.

In reviewing the Applicants' request for authority, the Commission should find that Intermedia's acquisition of a 100% ownership interest in AccessLine will serve the public interest, convenience, and necessity. Although the proposed transaction will result in a change in the

ultimate ownership of AccessLine, AccessLine will continue to hold the same authorizations and assets, and will continue to provide service to its existing customers under the same rates, terms and conditions. Accordingly, this transaction will have no effect on the rates, terms and conditions of service of the customers of AccessLine.

AccessLine provides local and long distance telecommunications and information services throughout the United States. The transferee, Intermedia, is not a telecommunications service provider in the United States or any foreign jurisdiction. Accordingly, the Applicants respectively request streamlined treatment under Section 63.03(b)(1)(ii) of the Commission's Rules.

Alternatively, Applicants request streamlined treatment on a case-by-case approach.<sup>1</sup> Immediately following the transaction, (1) AccessLine will hold less than a ten percent (10%) share of the interstate, interexchange market; and (2) none of the Applicants is dominant with respect to any service. Applicants respectfully request that the Commission grant streamlined treatment to this Application, or in the alternative, process this Application on a non-streamlined basis but using similar timeframes for comments and approval as would be used for an Application with streamlined processing.

In support of this Application, Applicants state as follows:

**I. DESCRIPTION OF THE APPLICANTS**

**A. AccessLine Communications Corporation ("AccessLine")**

AccessLine is a corporation organized under the laws of the state of Delaware and operates under the name "AccessLine Voice Services" or "AccessLine." AccessLine's business

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<sup>1</sup> See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, ¶ 34 (2002) ("*Further Streamlining R&O*").

address is 11201 SE 8th St. Suite #200, Bellevue, Washington 98004. AccessLine is a wholly-owned subsidiary of AccessLine Holdings, Inc., which in turn, is a wholly-owned subsidiary of Telanetix. AccessLine was acquired by Telanetix in 2007.

AccessLine is authorized to provide telecommunications services nationwide. AccessLine also holds blanket domestic Section 214 authority as well as facilities-based and resale international Section 214 authority from the Commission (ITC-214-19981026-00734).

After completion of the proposed transaction, AccessLine will retain its authorizations and will continue to provide services to its customers.

**B. Telanetix, Inc. (“Telanetix”)**

Telanetix is a Delaware corporation with principal offices also located at 11201 SE 8th St. Suite #200, Bellevue, Washington 98004. Telanetix is a public company traded under the symbol “OTC BB:TNIX.” Telanetix does not hold any authorizations relating to the provision of telecommunications services.

Telanetix is a provider of communications solutions, offering a variety of non-regulated services to business customers. Voice services, including Voice over IP (“VoIP”) services, are offered through the AccessLine subsidiary. The Telanetix companies serve over 40,000 business customers.

Additional information on Telanetix is available on the company’s website at <http://www.telanetix.com>.

**C. Intermedia Holdings, Inc. (“Intermedia”)**

Intermedia is a Delaware corporation with principal offices located at 815 East Middlefield Road, Mountain View, California 94043. Intermedia is a privately held corporation, which has been in existence since 1995. Intermedia’s primary shareholder is Oak Hill Capital

Partners III, L.P. (together with related entities “OHCP III” or “Oak Hill Capital”). Oak Hill Capital Partners is a private equity firm managing funds with more than \$8.0 billion initial capital commitments (including OHCP III and other funds) from leading entrepreneurs, endowments, foundations, corporations, pension funds and global financial institutions.

Intermedia, through its operating subsidiaries, is the premier provider of cloud services to small and mid-sized businesses.<sup>2</sup> Delivered from Intermedia’s secure datacenters, these services include hosted Microsoft Exchange email, VoIP, instant messaging, file management, security, backup, support for the full range of smartphones and tablets, and more. The company’s proprietary cloud infrastructure assures high reliability, and a certified support team is available around the clock. Intermedia also empowers thousands of partners – including managed service providers and select Fortune 500 companies – to sell cloud services under their own brand. Founded in 1995, Intermedia was the first company to offer business-class cloud email and now has 550,000 premium hosted Exchange mailboxes under management. Intermedia’s wholly-owned subsidiary, Intermedia.Net, Inc., in turn wholly owns Intermedia Voice Services, Inc., a provider of VoIP solutions to many of its customers. Additional information regarding Intermedia is available on the company’s website at: <http://www.intermedia.net>.

Intermedia has the technical, managerial, and financial qualifications to acquire control of AccessLine. Intermedia is operated by a highly qualified management team, all of whom have extensive backgrounds in information technology, networking and computer industries.

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<sup>2</sup> Intermedia’s service offerings are not regulated telecommunications services, and as such, Intermedia does not hold any authorizations to provide telecommunications services from the Commission or any state.



## **II. DESCRIPTION OF THE TRANSACTION**

### **A. Acquisition of Telanetix by Intermedia**

Intermedia and Telanetix, along with Sierra Merger Sub Co. ("MergerSub"), a wholly-owned subsidiary of Intermedia Voice Services, Inc., and an indirect wholly-owned subsidiary of Intermedia, which was created solely for the purposes of this transaction, have entered into an Agreement and Plan of Merger dated as of January 18, 2013 ("Agreement")<sup>3</sup> whereby Intermedia will acquire control of Telanetix, and indirectly, AccessLine through an all cash transaction. Concurrently with this transaction, Intermedia's existing shareholders, will invest an additional approximately \$15 million into the equity of Intermedia. Oak Hill Capital will remain the company's largest shareholder. Specifically, MergerSub will be merged with and into Telanetix with Telanetix surviving the merger. As a result of the proposed transaction, AccessLine will become a wholly-owned indirect subsidiary of Intermedia. Attached as Exhibit A is an illustrative chart of the proposed transaction.

Following the consummation of the proposed transaction, AccessLine's customers will continue to receive service under the same rates, terms and conditions of service as before. AccessLine will continue to operate and provide services to its customers, and will retain the assets used in the provision of those services. The proposed transaction will not involve a change in AccessLine's operating authority held from the FCC, and AccessLine's tariffs or terms of service will remain in effect. The proposed transaction will be seamless and virtually transparent to customers.

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<sup>3</sup> A copy of the Agreement is available at: <http://sec.gov/Archives/edgar/data/1277270/000118518513000149/telanetix8k012113.htm>, and is hereby incorporated by reference. The Applicants will provide a copy to staff upon request.

### **III. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and the Transferee submits the following information requested in Section 63.18(h)-(p) in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

**Licensee:**

AccessLine Communications Corporation  
11201 SE 8th St.  
Suite #200  
Bellevue, Washington 98004  
(206) 621-3500

FRN: 0016875742

**Transferor:**

Telanetix, Inc.  
11201 SE 8th St.  
Suite #200  
Bellevue, Washington 98004  
(206) 621-3500

FRN: 0016877292

**Transferee:**

Intermedia Holdings, Inc.  
815 East Middlefield Road  
Mountain View, California 94043  
(650)-641-4000

FRN: 0022391825

**(b) Government, State, or Territory Under the Laws of Which Each Applicant is Organized:**

AccessLine is a Delaware corporation.  
Telanetix is a Delaware corporation.  
Intermedia is a Delaware corporation.

**(c) Correspondence concerning this Application should be sent to:**

For Intermedia:	
William B. Wilhelm, Jr. Douglas D. Orvis II Jeffrey R. Strenkowski Bingham McCutchen LLP 2020 K Street, NW Washington, DC 20006 Tel: (202) 373-6000 Fax: (202) 373-6001 Email: william.wilhelm@bingham.com douglas.orvis@bingham.com jeffrey.strenkowski@bingham.com	
For AccessLine and Telanetix:	
Glenn S. Richards Pillsbury Winthrop Shaw Pittman LLP 2300 N St., NW, Washington, DC 20037 Tel: (202) 663-8215 Fax: (202) 513-8006 Email: glenn.richards@pillsburylaw.com	

**(d) Section 214 Authorizations:**

Intermedia and Telanetix do not hold any domestic or international Section 214 authority.

AccessLine holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01. AccessLine also holds an international Section 214 authorization to provide facilities-based and resold service, IB File No. ITC-214-19981026-00734.

**(h) Name, address, citizenship and principal business of any person or entity that owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent), and any interlocking directorates with a foreign carrier:**

1. Pre-Transaction Direct Ownership of AccessLine Communications Corp.:

Name:	AccessLine Holdings, Inc.
Address:	11201 SE 8th St., Suite #200, Bellevue, Washington 98004
Citizenship:	Delaware
Principal Business:	Holding Company
Interest:	100% direct in AccessLine Communications Corp.

The following entity holds a ten percent (10%) or greater direct or indirect equity ownership in AccessLine Holdings, Inc.:

Name:	Telanetix, Inc.
Address:	11201 SE 8th St., Suite #200, Bellevue, Washington 98004
Citizenship:	Delaware
Principal Business:	Unregulated communications services provider
Interest:	100% direct in AccessLine Holdings, Inc. (100% indirect in AccessLine Communications Corp.)

Telanetix, Inc. is publicly traded, company. The following entities hold a ten percent (10%) or greater direct or indirect equity ownership in Telanetix, Inc.:

Name:	HCP-TELA, LLC
Address:	570 Lexington Avenue, 49th Floor, New York, NY 10022
Citizenship:	Delaware
Principal Business:	Investment Company
Interest:	56.8% direct in Telanetix, Inc.

Name:	EREF-TELA, LLC
Address:	570 Lexington Avenue, 49th Floor, New York, NY 10022
Citizenship:	Delaware
Principal Business:	Investment Company
Interest:	12.2% direct in Telanetix, Inc.

Name:	CGB-TELA, LLC
Address:	570 Lexington Avenue, 49th Floor, New York, NY 10022
Citizenship:	Delaware
Principal Business:	Investment Company
Interest:	16.2% direct in Telanetix, Inc.

The following entity holds a ten percent (10%) or greater direct or indirect equity ownership in HCP-TELA, LLC:

Name:	Hale Capital Partners, LP
Address:	570 Lexington Avenue, 49th Floor, New York, NY 10022
Citizenship:	Delaware
Principal Business:	Investment Company
Interest:	100% owner of HCP-TELA, LLC.

The following entity holds a ten percent (10%) or greater direct or indirect equity ownership in Hale Capital Partners, LP:

Name:	Hale Fund Partners, LLC
Address:	570 Lexington Avenue, 49th Floor, New York, NY 10022
Citizenship:	Delaware

Principal Business: Investment Company  
Interest: Hale Fund Partners LLC, a Delaware limited liability company is the general partner of Hale Capital Partners, LP. Hale Capital Partners LP is otherwise comprised of limited partners, none of whom as limited partner can exercise control, and all of whom that have a greater than 10 percent partnership interest are US citizens.

The following entity holds a ten percent (10%) or greater direct or indirect equity ownership in EREF-TELA, LLC and CBG-TELA, LLC:

Name: Hale Fund Management, LLC  
Address: 570 Lexington Avenue, 49th Floor, New York, NY 10022  
Citizenship: Delaware  
Principal Business: Investment Company  
Interest: Manager of EREF-TELA, LLC and CBG-TELA, LLC. EREF-TELA and CBG-TELA are otherwise comprised of non-managing members, none of whom as a member can exercise control, and all of whom that have a greater than 10 percent membership interest are US citizens.

The following person holds a ten percent (10%) or greater direct or indirect equity ownership in Hale Fund Management, LLC:

Name: Martin M. Hale, Jr.  
Name: Hale Fund Management, LLC  
Address: 570 Lexington Avenue, 49th Floor, New York, NY 10022  
Citizenship: U.S.  
Principal Business: Investment Company  
Interest: Sole owner of Hale Fund Management, LLC and Managing Member and sole owner of Hale Fund Partners, LLC. Controls 85.1% of Telanetix.

2. Post-Transaction Direct Ownership of AccessLine Communications Corp.:

Upon consummation of the proposed transaction, the following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in AccessLine Communications Corp:

Name: AccessLine Holdings, Inc.  
Address: 11201 SE 8th St., Suite #200, Bellevue, Washington 98004  
Citizenship: Delaware  
Principal Business: Holding Company  
Interest: 100% direct in AccessLine Communications Corp.

The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in AccessLine Holdings, Inc.:

Name:	Telanetix, Inc.
Address:	11201 SE 8th St., Suite #200, Bellevue, Washington 98004
Citizenship:	Delaware
Principal Business:	Unregulated communications services provider
Interest:	100% direct in AccessLine Holdings, Inc. (100% indirect in AccessLine Communications Corp.)

The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in Telanetix, Inc.:

Name:	Intermedia Voice Services, Inc.
Address:	815 East Middlefield Road, Mountain View, California 94043
Citizenship:	Delaware
Principal Business:	Unregulated communications services provider
Interest:	100% direct in Telanetix, Inc. (100% indirect in AccessLine Communications Corp.)

The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in Intermedia Voice Services, Inc.:

Name:	Intermedia.net, Inc
Address:	815 East Middlefield Road, Mountain View, California 94043
Citizenship:	Delaware
Principal Business:	Unregulated communications services provider
Interest:	100% direct in Intermedia Voice Services, Inc. (100% indirect in AccessLine Communications Corp.)

The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in Intermedia.net, Inc.:

Name:	Intermedia Holdings, Inc.
Address:	815 East Middlefield Road, Mountain View, California 94043
Citizenship:	Delaware
Principal Business:	Holding company
Interest:	100% direct in Intermedia Voice Services, Inc. (100% indirect in AccessLine Communications Corp.)

The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in Intermedia Holdings, Inc.:

Name: Oak Hill Capital Partners III, L.P.  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest: 87.25% Owner of Intermedia Holdings, Inc. (87.25% indirect in AccessLine Communications Corp.)

Name: Oak Hill Capital Management Partners III, L.P.  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest: 2.87% Owner of Intermedia Holdings, Inc. (2.87% indirect in AccessLine Communications Corp.)

The ultimate general partner of Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P., is:

Name: OHCP MGP III, Ltd.  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: Cayman Islands  
Principal Business: Investment Activities  
Interest: Ultimate General Partner of Oak Hill Capital Partners III, L.P., and Oak Hill Capital Management Partners III, L.P. (90.12% indirect control in AccessLine Communications Corp.)

The following are the voting members of OHCP MGP III, Ltd.:

Name: The J. Taylor Crandall Revocable Trust  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: U.S.  
Principal Business: Investment Manager  
Interest: 14.29% interest in OHCP MGP III, Ltd. (14.29% indirect control in AccessLine Communications Corp.)

Mr. J. Taylor Crandall owns 100% of the interests in this revocable trust. Mr. Crandall is a U.S. citizen, with a business address of 201 Main Street, Suite 1018, Fort Worth, TX 76102.

Name: John Fant  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: U.S.  
Principal Business: Investment Manager  
Interest: 14.29% interest in OHCP MGP III, Ltd. (14.29% indirect control in AccessLine Communications Corp.)

Name: Steven B. Gruber  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: U.S.  
Principal Business: Investment Manager  
Interest: 14.29% interest in OHCP MGP III, Ltd. (14.29% indirect control in AccessLine Communications Corp.)

Name: Kevin G. Levy  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: U.S.  
Principal Business: Investment Manager  
Interest: 14.29% interest in OHCP MGP III, Ltd. (14.29% indirect control in AccessLine Communications Corp.)

Name: Denis J. Nayden  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: U.S.  
Principal Business: Investment Manager  
Interest: 14.29% interest in OHCP MGP III, Ltd. (14.29% indirect control in AccessLine Communications Corp.)

Name: Ray Pinson  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: U.S.  
Principal Business: Investment Manager  
Interest: 14.29% interest in OHCP MGP III, Ltd. (14.29% indirect control in AccessLine Communications Corp.)

Name: Mark Wolfson  
Address: 201 Main Street, Suite 1018, Fort Worth, TX 76102  
Citizenship: U.S.  
Principal Business: Investment Manager  
Interest: 14.29% interest in OHCP MGP III, Ltd. (14.29% indirect control in AccessLine Communications Corp.)

The equity in the Oak Hill private equity funds identified herein (Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. is held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities, none of which individually owns 10% or more of any of these funds. The aggregate non-U.S. investment in these funds is below 15%.

None of the Applicants have interlocking directorates with any foreign carriers.



**(i) Foreign Carrier Affiliations:**

Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

**(j) Destination Country Certifications:**

Applicants certify that they do not seek to provide international telecommunications services to any destination country where: (1) an Applicant is a foreign carrier in that country; (2) an Applicant controls a foreign carrier in that country; (3) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or, (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marking of international basic telecommunications service in the United States.

**(k)** Not applicable.

**(l)** Not applicable.

**(m)** Not applicable.

**(n)** The Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853(a); *see also* 47 C.F.R. §§ 1.2001-1.2003.

**(p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) and 63.18(p) of the Commission's Rules, because subsequent to consummation of the proposed transaction, Transferee (and its affiliates) will have a market share in

the interstate, interexchange market of less than 10 percent, and the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their affiliates) are dominant with respect to any service. Moreover, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) apply.

#### **IV. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) A description of the proposed Transaction is set forth in Section II above.

(a)(7) Telanetix and Intermedia do not provide telecommunications services. AccessLine provides communications services nationwide, and holds authorizations to provide regulated telecommunications services in the following jurisdictions: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin, and Wyoming.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to

Section 63.03(b)(2)(i) because, immediately following the transaction, Intermedia and Telanetix will not provide telecommunications services, and AccessLine will have a market share in the interstate, interexchange market of less than 10 percent, and will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Applicants do not hold any other authorizations or licenses from the Commission. Therefore, no other applications are being filed with the Commission with respect to this transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable.

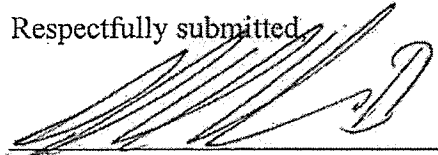
(a)(12) **Public Interest Statement.** Applicants submit that the transaction described herein will serve the public interest, convenience, and necessity. Under new ownership, AccessLine will continue to provide high-quality telecommunications services to U.S. consumers, while gaining access to the additional resources and operational expertise of Intermedia. With the strong financial backing of Intermedia, the transfer of control will give AccessLine the ability to become a stronger competitor, to the ultimate benefit of consumers. The transfer of control of AccessLine will not result in a change of carrier for customers or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided by AccessLine to their customers will not change as a result of the transaction. The transaction will be seamless and transparent to customers and AccessLine will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements.

Significantly, the pro-competitive and pro-consumer public interest benefits from the transaction will not be offset by any anti-competitive harm in the domestic communications marketplace. Fundamentally, the transaction will not result in any market consolidation. As indicated above, Intermedia is not itself a provider of telecommunications services, and it does not hold an attributable financial interest in any entity that competes directly with AccessLine. The transaction would merely replace AccessLine's existing indirect ownership with another, and would not eliminate any competitive operator in the U.S. market.

V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of indirect ownership of AccessLine to Intermedia.

Respectfully submitted,



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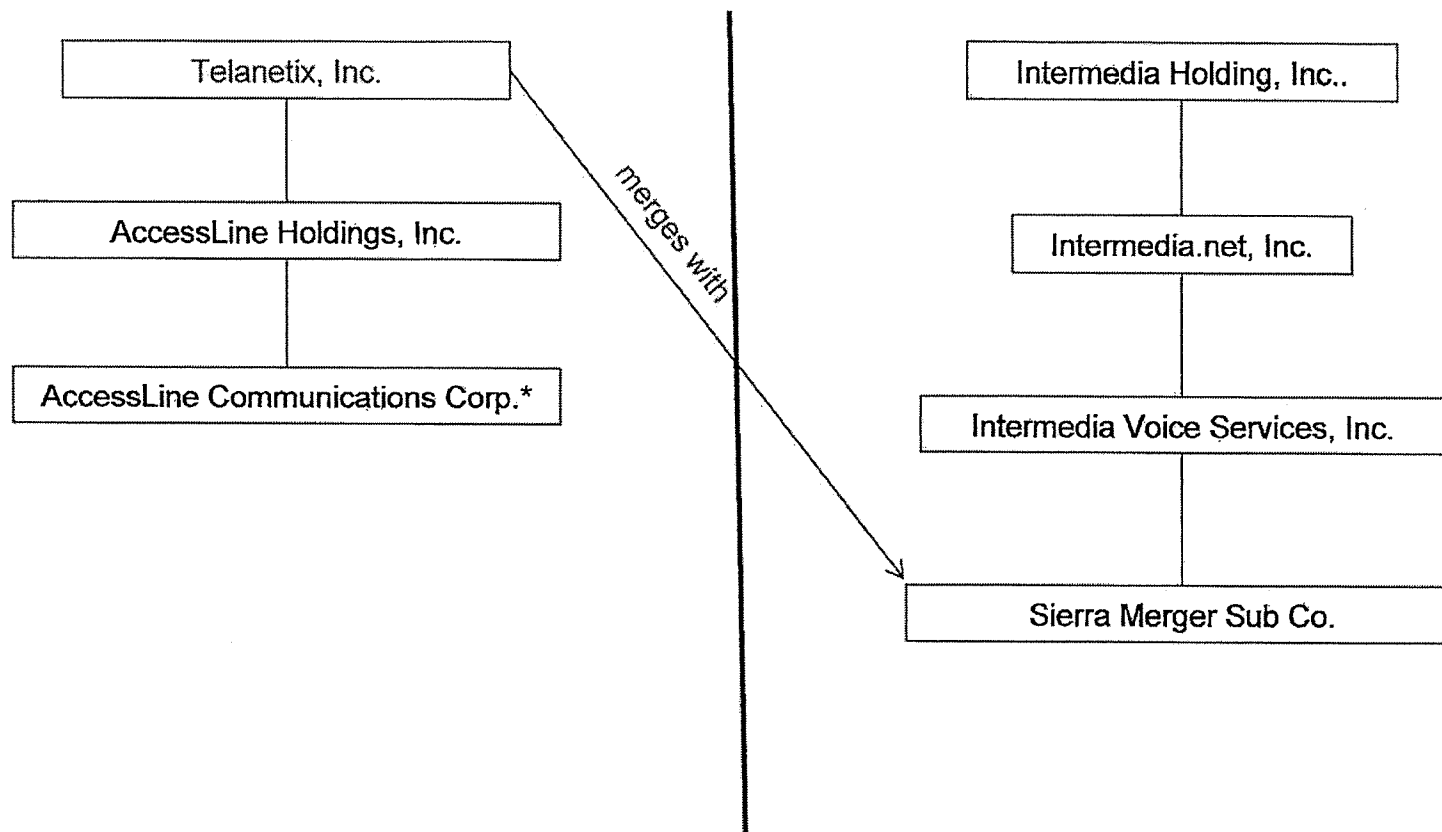
*Counsel for AccessLine Communications  
Corp. and Telanetix, Inc.*

Dated: January 31, 2013

**EXHIBIT A**

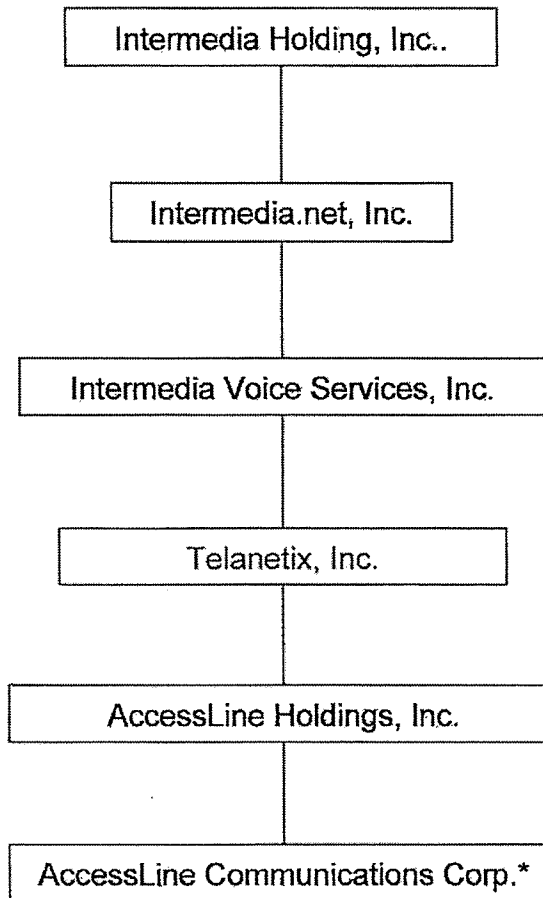
**Pre- and Post-Transaction Corporate Structure Charts**

## Pre-Transaction Organizational Chart



\* Licensee

## Post-Transaction Organizational Chart



\* Licensee



## VERIFICATIONS

## VERIFICATION

STATE OF CALIFORNIA

§  
§  
§

COUNTY OF SANTA CLARA

I, Scott Allen, state that I am Chief Financial Officer of Intermedia Holdings, Inc. ("Company"); that I am authorized to make this Verification on behalf of the Company and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that matters set forth in the filing are true and correct to the best of my knowledge, information, and belief.

A handwritten signature in black ink, appearing to read "Scott Allen", is written over a horizontal line.

Scott Allen  
Chief Financial Officer  
Intermedia Holdings, Inc.

## VERIFICATION

STATE OF [Washington]

§

COUNTY OF [King]

§

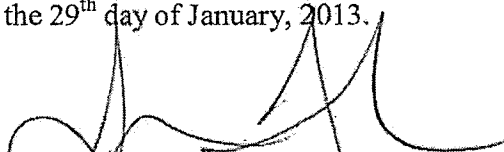
§

I, Doug Johnson, state that I am Chief Executive Officer of Telanetix, Inc. and AccessLine Communications Corporation, "the Companies," that I am authorized to make this Verification on behalf of the Companies and its subsidiaries, that the foregoing filing was prepared under my direction and supervision; and that matters set forth in the filing are true and correct to the best of my knowledge, information, and belief.



Doug Johnson  
Chief Executive Officer  
Telanetix Inc.  
AccessLine Communications Corporation

SWORN TO AND SUBSCRIBED before me on the 29<sup>th</sup> day of January, 2013.

  
Notary Public

My commission expires: 5-19-15

